

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

FLASHPOINT TECHNOLOGY, INC.,	§
Plaintiff,	§
v.	§ C.A. No. 08-139-GMS
	§
AIPTEK, INC., ARGUS CAMERA CO., LLC,	§ JURY TRIAL DEMANDED
BUSHNELL INC., DXG TECHNOLOGY (U.S.A.)	§
INC., DXG TECHNOLOGY CORP., GENERAL	§
ELECTRIC CO., LEICA CAMERA AG, LEICA	§
CAMERA INC., MINOX GMBH, MINOX USA, INC.,	§
MUSTEK, INC. USA, MUSTEK, INC., OREGON	§
SCIENTIFIC, INC., POLAROID CORP., RITZ	§
INTERACTIVE, INC., RITZ CAMERA CENTERS,	§
INC., SAKAR INTERNATIONAL, INC., D/B/A	§
DIGITAL CONCEPTS, TABATA U.S.A., INC., D/B/A	§
SEA & SEA, TARGET CORP., VISTAQUEST CORP.,	§
VUPOINT SOLUTIONS, INC., WALGREEN CO., and	§
WAL-MART STORES, INC.,	§
	§
Defendants	§
	§

PLAINTIFF'S REPLY TO VISTAQUEST CORP.'S COUNTERCLAIMS

Plaintiff FlashPoint Technology, Inc. ("FlashPoint") hereby responds to each paragraph of VistaQuest Corp.'s ("VistaQuest") Counterclaims as follows:

THE PARTIES

1. Upon information and belief, admitted.
2. Admitted.

JURISDICTION AND VENUE

3. Admitted that these counterclaims purport to arise under the Patent Laws of the United States, 35 U.S.C. § 100 *et seq.*, and the Declaratory Judgments Act, 28 U.S.C. §§ 2201 and 2202, based on an actual and justiciable controversy between VistaQuest and FlashPoint regarding the validity and infringement of one or more of U.S. Patent Nos.

6,118,480, 6,177,956, 6,222,538, 6,223,190, 6,249,316, 6,486,914, and 6,504,575 (the “patents-in-suit”), and that this Court has subject matter jurisdiction over VistaQuest’s counterclaims pursuant to 28 U.S.C. §§ 1331, 1338(a), 2201, and 2202, but otherwise denied.

4. Admitted.

5. Admitted.

COUNT ONE: DECLARATORY JUDGMENT REGARDING NON-INFRINGEMENT

6. FlashPoint incorporates the replies set forth to Paragraphs 1-5 as if fully set forth herein.

7. Admitted that an actual controversy exists between VistaQuest and FlashPoint as to the infringement of one or more of the patents-in-suit, but otherwise denied.

8. Denied.

9. Admitted that VistaQuest purports to seek a declaration from the Court that it has not infringed, and is not infringing, one or more claims of the patents-in-suit, but otherwise denied.

COUNT TWO: DECLARATORY JUDGMENT REGARDING INVALIDITY

10. FlashPoint incorporates the replies set forth to Paragraphs 1-9 as if fully set forth herein.

11. Admitted that an actual controversy exists between VistaQuest and FlashPoint as to the validity of one or more of the patents-in-suit, but otherwise denied.

12. Denied.

13. Admitted that VistaQuest purports to seek a declaration from the Court that one or more claims of the patents-in-suit are invalid, but otherwise denied.

PRAYER FOR RELIEF

In addition to the relief requested in Plaintiff's Original Complaint, Plaintiff respectfully requests a judgment against VistaQuest as follows:

- A. That VistaQuest takes nothing by its Counterclaims;
- B. That the Court award Plaintiff costs and attorneys' fees incurred in defending against these Counterclaims; and
- C. Any and all further relief for Plaintiff as the Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury on all issues.

/s/ Evan O. Williford

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Dated: July 10, 2008

CERTIFICATE OF SERVICE

I, Evan O. Williford, hereby certify that on July 10, 2008, I caused to be electronically filed a true and correct copy of the foregoing document – **Plaintiff's Reply to VistaQuest Corp.'s Counterclaims** – with the Clerk of Court using CM/ECF which will send notification of such filing to the following local counsel for defendants:

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I further certify that on July 10, 2008, I caused a copy of the foregoing document to be served on the following defendants by First Class Mail:

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/s/ Evan O. Williford

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